

EXHIBITS

EXHIBIT A

July 1, 2003

STATE	STATE ABBREV	REGION	DTH				CABLE			DTH GROWTH		
			USPS HOUSEHOLDS	SUBS	%PEN	INDEX	SUBS	%PEN	INDEX	3 Mo	6 Mo	12 Mo
Alaska	AK	West	292,026	35,059	12.01	71	122,647	42.79	77	4.01	5.21	15.55
Alabama	AL	Southeast	1,998,320	396,834	19.86	118	1,107,318	55.71	100	1.26	3.96	8.60
Arkansas	AR	Southeast	1,209,630	280,612	23.20	138	615,469	52.62	95	(0.21)	1.40	2.88
Arizona	AZ	Southwest	2,305,102	422,316	18.32	109	925,830	41.00	74	1.00	3.33	11.55
California	CA	West	13,311,844	2,309,246	17.35	103	7,247,973	55.67	100	3.31	6.02	17.33
Colorado	CO	West	1,957,841	418,786	21.39	127	912,454	48.67	88	3.49	6.06	14.76
Connecticut	CT	Northeast	1,480,391	103,616	7.00	42	981,328	79.92	144	4.36	10.11	19.15
D.C.	DC	Northeast	277,805	18,738	6.75	40	104,428	37.91	68	1.53	2.42	10.47
Delaware	DE	Northeast	353,086	42,068	11.91	71	263,804	73.80	133	2.58	5.04	11.34
Florida	FL	Southeast	7,840,212	1,167,601	14.89	89	4,485,804	57.14	103	1.25	3.05	11.61
Georgia	GA	Southeast	3,639,613	778,413	21.39	127	1,788,471	49.53	89	0.63	1.11	7.60
Hawaii	HI	West	483,194	15,828	3.28	19	343,680	73.88	133	4.52	9.93	34.53
Iowa	IA	Midwest	1,263,355	255,426	20.22	120	685,508	58.91	106	1.62	4.52	10.37
Idaho	ID	West	557,593	147,834	26.51	158	227,700	43.26	78	1.69	4.35	13.90
Illinois	IL	Midwest	4,914,787	807,174	16.42	98	2,634,704	54.73	99	1.80	4.03	13.44
Indiana	IN	Midwest	2,606,340	541,557	20.78	124	1,641,864	53.92	97	0.44	1.97	5.60
Kansas	KS	Midwest	1,135,390	194,903	17.17	102	840,331	65.17	117	0.23	0.96	3.54
Kentucky	KY	Southeast	1,836,550	367,222	20.00	119	656,869	56.75	102	1.04	2.34	3.56
Louisiana	LA	Southeast	1,953,185	257,545	13.19	78	1,172,082	60.46	109	0.33	0.22	0.95
Massachusetts	MA	Northeast	2,697,626	193,829	7.19	43	1,817,576	71.83	129	1.76	3.36	9.86
Maryland	MD	Northeast	2,255,498	278,650	12.35	74	1,171,612	51.48	93	3.17	6.61	15.89
Maine	ME	Northeast	622,073	106,424	17.11	102	344,189	58.42	105	1.04	1.63	4.11
Michigan	MI	Midwest	4,205,554	698,836	16.62	99	2,424,901	56.16	101	2.12	4.46	9.93
Minnesota	MN	Midwest	2,127,017	392,212	18.44	110	1,005,261	48.24	87	1.63	4.35	9.86

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			USPS HOUSEHOLDS	SUBS	%PEN	INDEX	SUBS	%PEN	INDEX	3 Mo	6 Mo	12 Mo
Missouri	MO	Midwest	2,456,769	599,883	24.42	145	1,028,449	46.11	83	1.32	3.82	10.98
Mississippi	MS	Southeast	1,241,089	294,960	23.77	141	523,818	47.97	86	0.19	1.87	2.14
Montana	MT	West	415,222	119,053	28.67	171	202,637	49.64	89	0.70	1.74	3.78
North Carolina	NC	Southeast	3,793,037	738,951	19.48	116	1,725,134	50.22	91	0.67	2.24	3.14
North Dakota	ND	Midwest	278,741	57,112	20.49	122	170,005	62.47	113	(2.84)	(3.59)	0.93
Nebraska	NE	Midwest	729,956	130,450	17.87	106	486,554	66.26	119	0.92	1.84	4.57
New Hampshire	NH	Northeast	559,896	68,100	12.16	72	390,063	73.29	132	0.88	1.12	3.40
New Jersey	NJ	Northeast	3,388,586	362,252	10.69	64	2,440,399	74.88	135	2.77	6.24	16.30
New Mexico	NM	Southwest	787,517	172,025	21.84	130	386,931	49.18	89	1.17	4.65	12.80
Nevada	NV	West	940,790	135,460	14.40	86	399,855	44.43	80	4.27	8.93	20.13
New York	NY	Northeast	7,301,274	922,825	12.64	75	4,896,816	65.75	119	1.74	4.73	10.04
Ohio	OH	Midwest	4,925,508	682,338	13.85	82	2,950,279	62.51	113	0.60	2.15	5.41
Oklahoma	OK	Southwest	1,525,833	318,188	20.85	124	794,519	53.19	96	1.42	5.29	17.52
Oregon	OR	West	1,545,980	279,135	18.06	107	788,813	53.40	96	1.35	3.44	9.24
Pennsylvania	PA	Northeast	5,250,849	565,442	10.77	64	3,890,984	74.99	135	2.11	4.69	11.32
Rhode Island	RI	Northeast	448,320	35,652	7.95	47	308,476	70.10	126	2.33	4.81	12.03
South Carolina	SC	Southeast	1,816,399	341,443	18.80	112	1,029,020	48.93	88	1.30	3.41	4.44
South Dakota	SD	Midwest	319,963	59,996	18.75	112	166,143	55.55	100	1.44	1.45	2.46
Tennessee	TN	Southeast	2,552,755	503,840	19.74	117	1,353,837	52.56	95	0.83	2.58	6.06
Texas	TX	Southwest	8,861,562	1,697,044	19.15	114	4,007,175	44.68	81	1.07	0.54	5.85
Utah	UT	West	819,877	214,003	26.10	155	345,718	38.13	69	2.07	5.11	13.95
Virginia	VA	Southeast	3,128,457	589,925	18.86	112	1,749,329	56.53	102	1.53	3.79	8.63
Vermont	VT	Northeast	285,500	85,632	29.99	178	139,964	53.20	96	0.55	1.11	6.14
Washington	WA	West	2,632,380	423,538	16.09	96	1,435,577	59.03	106	2.37	4.96	10.32



SkyMAP

July 1, 2003

STATE	STATE ABBREV	REGION	DTH				CABLE			DTH GROWTH		
			USPS HOUSEHOLDS	SUBS	%PEN	INDEX	SUBS	%PEN	INDEX	3 Mo	6 Mo	12 Mo
Wisconsin	WI	Midwest	2,343,634	433,797	18.51	110	1,148,970	51.06	92	1.55	2.48	6.56
West Virginia	WV	Southeast	836,094	166,475	19.91	118	561,690	63.48	114	(0.12)	0.98	3.66
Wyoming	WY	West	230,284	60,021	26.06	155	147,786	64.18	116	1.27	2.41	5.80

EXHIBIT B

EXHIBIT B

DBS Programming Comparison - as of 8/21/03						
Satellite Programming	YES	YES	YES	YES	YES	YES
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
Your Monthly Cost ¹ :	\$85.99	\$37.99	\$33.99	\$85.99	\$37.99	\$33.99
With Locals, where available	\$87.99	\$39.99	\$38.99	\$87.99	\$39.99	\$38.99
A&E	Yes	Yes	Yes	Yes	Yes	Yes
America's Store	Yes	Yes	Yes	Yes	Yes	Yes
Animal Planet	Yes	Yes	Yes	Yes	Yes	Yes
Biography Channel	Yes	Yes		Yes	Yes	
BET	Yes	Yes	Yes	Yes	Yes	Yes
Bravo	Yes	Yes	Yes	Yes	Yes	Yes
Comedy Central	Yes	Yes	Yes	Yes	Yes	Yes
Court TV	Yes	Yes	Yes	Yes	Yes	Yes
Discovery Channel, The	Yes	Yes	Yes	Yes	Yes	Yes
Discovery Health	Yes	Yes	Yes			
Discovery Home & Leisure	Yes	Yes		Yes	Yes	
Discovery Times Channel	Yes	Yes		Yes	Yes	
Discovery Wings	Yes	Yes		Yes	Yes	
diy Do It Yourself	Yes	Yes		Yes	Yes	
E! Entertainment	Yes	Yes	Yes	Yes	Yes	Yes
Fine Living	Yes	Yes	Yes	Yes	Yes	Yes
Food Network	Yes	Yes	Yes	Yes	Yes	Yes
FX	Yes	Yes	Yes	Yes	Yes	Yes
Game Show Network	Yes	Yes	Yes	Yes	Yes	Yes
The Health Network	Yes	Yes	Yes	Yes	Yes	Yes
The History Channel	Yes	Yes	Yes	Yes	Yes	Yes
History International	Yes	Yes		Yes	Yes	
HGTV	Yes	Yes	Yes	Yes	Yes	Yes
Home Shopping Network (HSN)	Yes	Yes	Yes	Yes	Yes	Yes
Learning Channel, The (TLC)	Yes	Yes	Yes	Yes	Yes	Yes
Lifetime	Yes	Yes	Yes	Yes	Yes	Yes
NASA Television	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
National Geographic	Yes	Yes	Yes	Yes	Yes	Yes
Spike TV [formerly <i>The New TNN</i>]	Yes	Yes	Yes	Yes	Yes	Yes
Oxygen	Yes	Yes	Yes	Yes	Yes	Yes
QVC	Yes	Yes	Yes	Yes	Yes	Yes
Science Channel, The	Yes	Yes		Yes	Yes	
Sci-Fi Channel	Yes	Yes	Yes	Yes	Yes	Yes
Shop At Home	Yes	Yes	Yes	Yes	Yes	Yes
ShopNBC	Yes	Yes	Yes	Yes	Yes	Yes
SoapNet	Yes	Yes		Yes	Yes	
TNT	Yes	Yes	Yes	Yes	Yes	Yes
TechTV	Yes	Yes	Yes			
Travel Channel, The	Yes	Yes	Yes	Yes	Yes	Yes
USA Network	Yes	Yes	Yes	Yes	Yes	Yes
WE Women's Entertainment	Yes	Yes	Yes	Yes	Yes	Yes
ABC Family Channel	Yes	Yes	Yes	Yes	Yes	Yes
Boomerang	Yes	Yes		ESP	ESP	
Cartoon Network	Yes	Yes	Yes	ESP	ESP	ESP
Discovery Kids	Yes	Yes		Yes	Yes	
Disney Channel (East & West)	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³
Hallmark Channel	Yes	Yes	Yes	Yes	Yes	Yes
Nickelodeon/Nick at Nite	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³	Yes ³
Noggin/The N ¹	Yes	Yes	Yes	Yes	Yes	Yes

Satellite Programming	DIRECTV	DISH	DISH	DISH	DISH	DISH
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
Your Monthly Cost ¹ :	\$85.99	\$37.99	\$33.99	\$85.99	\$37.99	\$33.99
With Locals, where available	\$87.99	\$39.99	\$38.99	\$87.99	\$39.99	\$38.99
PBS Kids	Yes	Yes		Yes	Yes	
Toon Disney	Yes	Yes	Yes	ESP	ESP	ESP
TV Land	Yes	Yes	Yes	Yes	Yes	Yes
Church Channel	Yes	Yes	Yes	Yes	Yes	Yes
DayStar	Yes	Yes	Yes	Yes	Yes	Yes
EWTN (English)	Yes	Yes	Yes	Yes	Yes	Yes
Inspirational Life	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
Trinity Broadcasting Network	Yes	Yes	Yes	Yes	Yes	Yes
The Word	Yes	Yes	Yes	Yes	Yes	Yes
AMC	Yes	Yes	Yes	Yes	Yes	Yes
Cinemax	Yes ³	L ³	L ³	Yes ³	L ³	L ³
Encore	Yes ³	M ³	M ³	Yes ³	M ³	M ³
Encore Action	Yes	M	M	Yes	M	M
Encore Love Stories	Yes	M	M	Yes	M	M
Encore Mysteries	Yes	M	M	Yes	M	M
Encore True Stories	Yes	M	M	Yes	M	M
Encore Westerns	Yes	M	M	Yes	M	M
WAM! (Encore/America's Kidz)	Yes	M	M	Yes	M	M
FLIX	Yes	N	N	Yes	N	N
Fox Movie Channel	Yes	Yes	Yes			
HBO	Yes ³	O ³	O ³	Yes ³	O ³	O ³
HBO2	Yes ³	O ³	O ³	Yes ³	O ³	O ³
HBO Signature	Yes	O	O	Yes	O	O
HBO Family	Yes ³	O ³	O ³	Yes ³	O ³	O ³
Independent Film Channel (IFC)	Yes	Yes	Yes	Yes	Yes	Yes
Lifetime Movie Network	Yes	Yes	Yes			
MoreMax	Yes	L	L	Yes	L	L
Movie Channel, The	Yes ³	N ³	N ³	Yes ³	N ³	N ³
Hot Network (Adult)	U	U	U	U	U	U
Hot Zone (Adult)	U	U	U	U	U	U
Playboy TV (Adult)	\$15.99	\$15.99	\$15.99	\$15.99	\$15.99	\$15.99
Playboy PPV (Adult)	\$7.99/4 hr	\$7.99/4 hr	\$7.99/4 hr	\$7.99/4 hr	\$7.99/4 hr.	\$7.99/4 hr
Showtime	Yes ³	N ³	N ³	Yes ³	N ³	N ³
Showtime Too	Yes	N	N	Yes	N	N
Showtime Showcase	Yes	N	N	Yes	N	N
Showtime Extreme	Yes	N	N	Yes	N	N
Starz ¹	Yes ³	M ³	M ³	Yes ³	M ³	M ³
Black Starz ¹	Yes	M	M	Yes	M	M
Starz ¹ Theater	Yes	M	M	Yes	M	M
Sundance Channel	Yes	N	N	Yes	N	N
Spice Platinum (Adult)	U	U	U	U	U	U
Taste of Spice, A (Adult)	\$6.99/3hrs	\$6.99/3hrs.	\$6.99/3hrs.	\$6.99/3hrs.	\$6.99/3hrs.	\$6.99/3hrs.
Turner Classic Movies (TCM)	Yes	Yes	Yes	Yes	Yes	Yes
Number of PPV channels	varies	varies	varies	varies	varies	varies
PPV Movie cost	\$3.99	\$3.99	\$3.99	\$3.99	\$3.99	\$3.99
Discovery HD	S	S	S	S	S	S
ESPN HD	S	S	S	S	S	S
HDNet	S	S	S	S	S	S
HDNet Movies	S	S	S	S	S	S
HBO HDTV	Yes	O	O	Yes	O	O

Service Programming	Choice	Choice	Choice	Choice	Choice	Choice
Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
Your Monthly Cost:	\$85.99	\$37.99	\$33.99	\$85.99	\$37.99	\$33.99
With Locals, where available	\$87.99	\$39.99	\$38.99	\$87.99	\$39.99	\$38.99
Showtime HDTV	Yes	N	N	Yes	N	N
PPV HD	1ch	1ch	1ch	1ch	1ch	1ch
Country Music Television (CMT)	Yes	Yes	Yes	Yes	Yes	Yes
Fuse (formerly MuchMusic)	Yes	Yes	Yes			
MTV	Yes	Yes	Yes	Yes	Yes	Yes
MTV 2	Yes	Yes	Yes	Yes	Yes	Yes
VH1	Yes	Yes	Yes			
VH1 Classic	Yes	Yes		Yes	Yes	
Audio Music Channels	36 Ch	36 Ch	31 Ch	36 Ch	36 Ch	31 Ch
Distant Network Signals	R	R	R	R	R	R
A-la-carte LiL (where available)	\$5.99	\$5.99	\$5.99	\$5.99	\$5.99	\$5.99
PAX TV	Yes	Yes	Yes			
WGN	Yes	Yes	Yes			
TBS Superstation	Yes	Yes	Yes	Yes	Yes	Yes
BYU TV	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
PBS You	Yes	Yes	Yes	Yes	Yes	Yes
RFD-TV	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
Link TV	Yes	Yes	Yes	Yes	Yes	Yes
Bloomberg	Yes	Yes	Yes	Yes	Yes	Yes
CNBC	Yes	Yes	Yes			
CNBC World	Yes	Yes	Yes	Yes	Yes	Yes
CNN	Yes	Yes	Yes	Yes	Yes	Yes
CNNfn/CNN International	Yes	Yes	Yes			
C-SPAN	Yes	Yes	Yes	Yes	Yes	Yes
C-SPAN2	Yes	Yes	Yes	Yes	Yes	Yes
Fox News Channel	Yes	Yes	Yes			
Headline News	Yes	Yes	Yes	Yes	Yes	Yes
MSNBC	Yes	Yes	Yes	Yes	Yes	Yes
The Weather Channel	Yes	Yes	Yes	Yes	Yes	Yes
BBC America	Yes	Yes	Yes			
Casa Club TV				Yes	Yes	Yes
CCTV - 4 (Chinese)	T	T	T	T	T	T
CCTV - 9 (Chinese)	Yes*	Yes*	Yes*	Yes*	Yes*	Yes*
Chinese Movie Channel, The	T	T	T	T	T	T
Cine Latino				Yes	Yes	Yes
CNN en Español				Yes	Yes	Yes
Discovery en Español				Yes	Yes	Yes
EWTN (English as of 7/22)				Yes	Yes	Yes
Fox Sports en Español				Yes	Yes	Yes
Galavisión (Spanish)	Yes	Yes	Yes	Yes	Yes	Yes
Jade East (Chinese)	T*	T*	T*	T*	T*	T*
Jade West (Chinese)	T*	T*	T*	T*	T*	T*
Jadeworld Super Channel	T*	T*	T*	T*	T*	T*
Maria+Visión (Spanish)				Yes*	Yes*	Yes*
mun2 (Spanish)				Yes	Yes	Yes
MTV Español				Yes	Yes	Yes
Newsworld International	Yes	Yes	Yes	Yes	Yes	Yes
Phoenix TV (Chinese)	\$19.99/mo	\$19.99/mo	\$19.99/mo	\$19.99/mo	\$19.99/mo.	\$19.99/mo

	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
Package Name:						
Your Monthly Cost ¹ :	\$85.99	\$37.99	\$33.99	\$85.99	\$37.99	\$33.99
With Locals, where available	\$87.99	\$39.99	\$38.99	\$87.99	\$39.99	\$38.99
Puma TV (Spanish)				Yes	Yes	Yes
SUR (Spanish)				Yes	Yes	Yes
Telefe International (Spanish)				Yes	Yes	Yes
Telemundo East & West (Spanish)				Yes ³	Yes ³	Yes ³
Telemundo Internacional				Yes	Yes	Yes
Television Espanola Internacional				Yes	Yes	Yes
TRIO (Canada)	Yes	Yes	Yes	Yes	Yes	Yes
TV Chile (Spanish)				Yes	Yes	Yes
Utilísima (Spanish)				Yes	Yes	Yes
Univision East & West (Spanish)	East Only	East Only	East Only	Yes ³	Yes ³	Yes ³
Spanish (audio) music channels (#)				7 Ch	7 Ch	7 Ch
CSTV College Sports TV	Yes	P	P	Yes	P	P
ESPN	Yes	Yes	Yes	Yes	Yes	Yes
ESPN2	Yes	Yes	Yes	Yes	Yes	Yes
ESPN Classic	Yes	Yes	Yes			
ESPNEWS	Yes	Yes	Yes	Yes	Yes	Yes
ESPN Full Court	\$99	\$99	\$99	\$99	\$99	\$99
ESPN Gameplan	\$119	\$119	\$119	\$119	\$119	\$119
ESPN Grand Slam	\$19.95	\$19.95	\$19.95	\$19.95	\$19.95	\$19.95
Fox Sports World	Yes	P	P	Yes	P	P
Fuel	Yes	Yes	P	Yes	Yes	P
Golf Channel	Yes	P, V	P, V	Yes	P, V	P, V
English Premier League	\$269	\$269	\$269	\$269	\$269	\$269
Mega March Madness	pricing na	pricing na	pricing na	pricing na	pricing na	pricing na
MLB Extra Innings	\$159	\$159	\$159	\$159	\$159	\$159
MLS/ESPN Shootout	\$49	\$49	\$49	\$49	\$49	\$49
NBA League Pass	\$179	\$179	\$179	\$179	\$179	\$179
NBA TV	Yes	P	P	Yes	P	P
NFL Sunday Ticket	\$209	\$209	\$209	\$209	\$209	\$209
NHL Center Ice	\$159	\$159	\$159	\$159	\$159	\$159
Outdoor Channel, The	Yes	P, V	P, V	Yes+E195	P, V	P, V
Outdoor Life Network	Yes	Yes	Yes	Yes	Yes	Yes
Primary regional sports network†	Yes	Yes	Yes	Yes	Yes	Yes
Out-of-market RSNs‡	Yes	P	P	Yes	P	P
The Speed Channel	Yes	Yes	Yes	Yes	Yes	Yes
Turner South†	Yes	Yes	Yes	Yes	Yes	Yes
TV Games Network	Yes	P	P	Yes	P	P
1 - Add \$4.99 for each additional receiver						
3 - Both east and west feeds						
* - Requires Multi-Sat dish and receiver(s)						
† - Available only in select markets						
‡ - YES on DIRECTV only Subject to regional blackout rules						
H, I J, K - Buy 1- \$11.99 (\$13.99 if HBO selected), Buy 2 - \$22.99 (\$22.99 if HBO if bundled with Showtime or Starz!), Buy any 3 - \$29.99 and all 4 packages - \$36.99 Note \$4.99 savings off premiums when bundled with AT150						
L, M, N, O, P - Buy 1st premium - \$12, 2nd premium - \$11, 3rd premium - \$10, 4th premium - \$8, 5th premium - \$7						
P - Sports Pack						
R - For those who qualify, complete package, \$8.00, single affiliates, \$1.50 ea for east or west						
And \$2 for east and west feed New York and LA feeds only						
S - HDTV Package \$10.99						
T - JadeWorld (Chinese-language) package (5 chnls), \$36.99/mo						

Package Name:	TOTAL CHOICE PREMIER	TOTAL CHOICE PLUS	TOTAL CHOICE	PARA TODOS OPCION PREMIER	PARA TODOS OPCION ULTRA ESPECIAL	PARA TODOS OPCION EXTRA ESPECIAL
Your Monthly Cost:	\$85.99	\$37.99	\$33.99	\$85.99	\$37.99	\$33.99
With Locals, where available	\$87.99	\$39.99	\$38.99	\$87.99	\$39.99	\$38.99
U - Adult channels pricing on DIRECTV \$12.99/3 hrs for all 5 channels, or \$9.99/90 mins a la carte each channel.						
V - available a la carte, as well						
Pricing and listings current as of 8/21/03 All prices are per month unless otherwise stated.						
Package content, pricing and availability may vary in Alaska, Hawaii or NRTC areas						
Eligibility to receive distant network affiliates subject to terms of the SHVA or subsequent DTH legislation						
Source: Company websites						

Hawaii Programming

* - Public Interest Channel (available to all DIRECTV customers)			Hawaii Choice	Hawaii Choice Plus	Opcion Hawaii	Opcion Hawaii Plus	Opcion en Espanol
Programming Services	Channel	Call Letters	\$19.99	\$21.99	\$21.99	\$23.99	\$14.99
Regular Channels							
American Movie Classics	254	AMC	XX	XX	XX	XX	
Animal Planet	282	ANP	XX	XX	XX	XX	
Biography Channel	266	BIO	XX	XX	XX	XX	
Boomerang (ESP)	297	BOOM	XX	XX	XX	XX	
Bravo	273	BRVO	XX	XX	XX	XX	
Comedy Central	249	COM	XX	XX	XX	XX	
Court TV	203	CRT	XX	XX	XX	XX	
C-SPAN*	350	CSP1	XX	XX	XX	XX	XX
C-SPAN 2	351	CSP2	XX	XX	XX	XX	
Discovery Kids	294	KIDS	XX	XX	XX	XX	
Disney Channel (West)	291	DIS2	XX	XX	XX	XX	
Do-it-Yourself Network (DIY)	230	DIY	XX	XX	XX	XX	
E! Entertainment	236	E!	XX	XX	XX	XX	
Food Network	231	FOOD	XX	XX	XX	XX	
Fox News	360	FNC	XX	XX	XX	XX	
Fox Sports Net West	652	FOXW	XX	XX	XX	XX	
Fox Sports Net West II	653	FSW2	XX	XX	XX	XX	
FX	248	FX	XX	XX	XX	XX	
FXM	258	FXM	XX	XX	XX	XX	
Galavision	404	GALA	XX	XX	XX	XX	XX
Golf Channel	605	GOLF	XX	XX	XX	XX	
Hallmark Channel	312	HALL	XX	XX	XX	XX	
History Channel	269	HIST	XX	XX	XX	XX	
Home & Garden TV	229	HGTV	XX	XX	XX	XX	
Home Shopping Network	240	HSN	XX	XX	XX	XX	
Independent Film Channel	550	IFC	XX	XX	XX	XX	
Learning Channel	280	TLC	XX	XX	XX	XX	
Lifetime	252	LIFE	XX	XX	XX	XX	
MSNBC	356	MSNB	XX	XX	XX	XX	
MTV	331	MTV	XX	XX	XX	XX	
MTV2	333	MTV2	XX	XX	XX	XX	
Nickelodeon West	300	NIK2	XX	XX	XX	XX	
Noggin	298	NOG	XX	XX	XX	XX	
Oxygen	251	OXGN	XX	XX	XX	XX	
Pax TV	255	PAX	XX	XX	XX	XX	
PBS Kids	295	PBSK	XX	XX	XX	XX	
PBS You*	377	PBSU	XX	XX	XX	XX	XX
QVC	317	QVC	XX	XX	XX	XX	
SCI-Fi	244	SCFI	XX	XX	XX	XX	
Shop at Home	234	SHOP	XX	XX	XX	XX	XX
ShopNBC	370	SNBC	XX	XX	XX	XX	XX
SOAPnet	262	SOAP	XX	XX	XX	XX	
Speed Channel	607	SV	XX	XX	XX	XX	
Starz! Theater East	522	SZ2E		XX		XX	
Starz! West	521	STZW		XX		XX	
Toon Disney (ESP)	292	TDIS	XX	XX	XX	XX	
Travel Channel	233	TRAV	XX	XX	XX	XX	
Trinity Broadcasting Network*	372	TBN	XX	XX	XX	XX	XX
TV Land	301	TVLD	XX	XX	XX	XX	
Univision	402	UNIE	XX	XX	XX	XX	XX
VH1	335	VH1	XX	XX	XX	XX	
WGN Superstation	307	WGN	XX	XX	XX	XX	
World Network*	373	WORD	XX	XX	XX	XX	XX
Worldlink TV*	375	LINK	XX	XX	XX	XX	XX
Premium Channels							
Cinemax	512	MAX	Available in Cinemax Premium Package				
Cinemax West	514	MAXW	Available in Cinemax Premium Package				
Flix	547	FLIX	Available in Showtime Premium Package				
HBO	501	HBO	Available in HBO Premium Package				
HBO Family	507	HBOF	Available in HBO Premium Package				
HBO Family West	508	HBFW	Available in HBO Premium Package				
HBO Plus	502	HBOF	Available in HBO Premium Package				
HBO Plus West	505	HBPW	Available in HBO Premium Package				
HBO Signature	503	HBOS	Available in HBO Premium Package				
HBO West	504	HBOW	Available in HBO Premium Package				
MoreMAX	513	MMAW	Available in Cinemax Premium Package				
Movie Channel	544	TMC	Available in Showtime Premium Package				
Movie Channel West	545	TMCW	Available in Showtime Premium Package				
Playboy TV	595	PBTW	Available a la carte				
Showtime	537	SHO	Available in Showtime Premium Package				
Showtime 2	538	SHO2	Available in Showtime Premium Package				
Showtime 3	539	SHO3	Available in Showtime Premium Package				
Showtime Extreme	542	EXTR	Available in Showtime Premium Package				
Showtime West	540	SHOW2	Available in Showtime Premium Package				
Sundance	549	SUND	Available in all Premium Movie Packages				
119 Channels (require a second dish)							
BYU-TV*	374	BYU	XX	XX	XX	XX	XX

Hawaii Programming

Canal Sur	420	SUR			XX	XX	XX
Canciones de Amor Internacional (audio)	848	N/A			XX	XX	XX
Casa Club	412	CASA			XX	XX	XX
CCTV-9	455	CTV9	XX	XX	XX	XX	XX
Cine Latino	423	LAT			XX	XX	XX
CNN en Español	419	CNNE			XX	XX	XX
Discovery en Espanol	413	DSCE			XX	XX	XX
EWTN-TV*	422	EWTN	XX	XX	XX	XX	XX
Fox Sports World en Español	425	FSWS			XX	XX	XX
HBO Latino	511	HBOL	Available in HBO Premium Package				
Inspiration Life*	439	ILFE	XX	XX	XX	XX	XX
Latin Love Songs (audio)	847	N/A			XX	XX	XX
Maria Visión*	438	MARI	XX	XX	XX	XX	XX
Mexicana (audio)	861	N/A			XX	XX	XX
MTV Español	416	MTVS			XX	XX	XX
MUN2	410	MUN2			XX	XX	XX
Musica Latina (audio)	846	N/A			XX	XX	XX
NASA-TV*	376	NASA	XX	XX	XX	XX	XX
Puma-TV	417	PUMA			XX	XX	XX
RFD-TV*	379	RFD	XX	XX	XX	XX	XX
Rock En Español (audio)	845	N/A			XX	XX	XX
Salsa y Merengue (audio)	849	N/A			XX	XX	XX
Tejano (audio)	864	N/A			XX	XX	XX
Telefe	411	TLFI			XX	XX	XX
Telemundo East	405	TELE			XX	XX	XX
Telemundo International	418	TELI			XX	XX	XX
Telemundo West	406	TELW			XX	XX	XX
TV Chile Internacional	408	TVN			XX	XX	XX
TV Española Internacional	407	TVE			XX	XX	XX
Univision West	403	UNIW			XX	XX	XX
Utilísima	409	UTIL			XX	XX	XX

EXHIBIT C

NEWS RELEASE



Contact: Robert Mercer
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DIRECTV To Launch New High-Definition Package

***New HD Package will Launch July 1 and Include ESPN HD,
Discovery HD Theater™, HDNet and HDNet Movies***

EL SEGUNDO, CA, June 3, 2003 – DIRECTV, Inc., the nation's leading digital multichannel television service provider, announced today that it will launch a new high-definition (HD) programming package on July 1. The HD package will include ESPN HD, Discovery HD Theater™, HDNet and HDNet Movies, and is available by subscription for \$10.99 per month.

In addition to ESPN HD, Discovery HD Theater, HDNet and HDNet Movies, DIRECTV will also provide its customers with special events broadcast in HD, similar to events broadcast in the past, such as USA's coverage of the Masters Tournament, NBA games and NBA TV programming blocks.

"DIRECTV has been a passionate proponent of HDTV since it launched the first coast-to-coast HD-feed more than four years ago," said Stephanie Campbell, senior vice president, Programming, DIRECTV, Inc. "Over the last year, as the HD category has gained tremendous momentum, our customers have told us they want more HD programming. The launch of this HD package reinforces DIRECTV's commitment to the category, and to offering our customers the best quality high-definition programming."

The DIRECTV HD package includes:

ESPN HD – A 24-hour high-definition simulcast service of ESPN that delivers the best lineup of quality sports events, news and information and entertainment telecasts currently available, including games from Major League Baseball, the National Basketball Association, the National Football League and the National Hockey League. **More...**

DIRECTV Launches New HD Package

Page 2

Discovery HD Theater – Discovery HD Theater is the new 24/7 channel filmed entirely in high-definition. The channel delivers programs about nature, science and technology, geography, travel and world culture – all designed to provide the highest-quality viewing experience available. It offers the world's most spectacular images delivered in the world's most stunning quality. Discovery HD Theater is like having a movie theater right in your own home.

HDNet – A 24-hour network featuring live sports like NHL^(R) and MLS^(R) games, boxing, drama series, concerts and original news and documentary programming including HDNet World Report and Across America.

HDNet Movies – Delivers a 24-hour schedule of blockbuster movie titles from Warner Bros., Sony, and other major studios, as well as made-for-TV movies, independent films and shorts.

With the addition of the HD package, DIRECTV will offer seven HD channels to its more than 11.4 million customers nationwide. DIRECTV customers are currently receiving HBO^(R) HDTV and SHOWTIME HDTV_(R) as part of their premium packages, as well as HD PPV movies for \$4.99 each. In addition, under terms of its new five-year agreement with the National Football League for exclusive rights to NFL SUNDAY TICKET™, DIRECTV also plans to begin offering high-definition telecasts of professional football games during the 2003 regular NFL season.

To access HDTV channels, consumers may purchase any HDTV set with a built-in DIRECTV^(R) Receiver or a DIRECTV-enabled high-definition set-top receiver, and a single 18 x 20- or 18 x 24-inch multi-satellite dish with three LNBs. HDTV sets integrated with the DIRECTV Receiver, DIRECTV-enabled HD receivers and triple-LNB satellite dishes are available from authorized DIRECTV retailers nationwide.

DIRECTV is the nation's leading digital satellite television service provider with more than 11.4 million customers. DIRECTV and the Cyclone Design logo are registered trademarks of DIRECTV, Inc., a unit of Hughes Electronics Corporation. HUGHES is the world's leading provider of digital television entertainment, broadband services, satellite-based private business networks, and global video and data broadcasting. The earnings of HUGHES, a unit of General Motors Corporation, are used to calculate the earnings attributable to the General Motors Class H common stock (NYSE: GMH). Visit DIRECTV on the World Wide Web at DIRECTV.com.

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EXHIBIT D

Cable Exclusives

EXHIBIT D

MSO	DMA	Content
Time Warner	San Diego	Cable4 (Padres)
	Orlando	Central Florida News 13
	Tampa	Bay News 9
	NYC	NY1 (local news)
	Charlotte/Raleigh	News 14 Carolina
	Memphis	NC3A (News channel 3 Anytime)
	San Antonio	News 9 San Antonio
	Austin	News 8 Austin
	Austin	TWC Ch 77 (Rangers/Astros)
	Houston	News 24 Houston
	Jackson MS	Channel TW78
	Albany	Capital News 9
Comcast	Baltimore	CN8 (news/Original entertainment)
	Philadelphia	CN8 (news/Original entertainment)
	Harrisburg	CN8 (news/Original entertainment)
	New York	CN8 (news/Original entertainment)
	Philadelphia	Comcast SportsNet
	New England	CN8 (news/Original entertainment)
	Boston	CN8 (news/Original entertainment)
	New Hampshire	CN8 (news/Original entertainment)
	Connecticut	CN8 (news/Original entertainment)
	Maine	CN8 (news/Original entertainment)
Cox	Phoenix	Cox9 (Phoenix Suns)
	Phoenix	Arizona Newschannel
	Phoenix	Mas! Arizona (Spanish 24 hr news/sports)
	San Diego	Ch4 (Padres)
	New Orleans	Cox Sports Television (Hornets)
Cablevision	NYC	Metro Channel (Variety)
Various	Various	Fox Sports Atlantic
		Fox Sports Central
		Fox Sports Pacific
		NASCAR
		Weatherscan Local

as of 8/27/03

EXHIBIT E

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**BellSouth® and DIRECTV announce agreement to sell
digital satellite television service as part
of BellSouth Answers^(sm) bundle**

For immediate release:
August 27, 2003

Atlanta, GA and El Segundo, CA -- Making BellSouth Answers the most comprehensive bundle of services available in the marketplace, BellSouth and DIRECTV, Inc., announced today a strategic marketing alliance to offer BellSouth customers in residential homes, DIRECTV® digital satellite television service in early 2004.

Today, BellSouth customers can make **one call** to order and receive **one bill** for all their communication services through BellSouth:

- High-speed DSL or dial-up Internet service;
- Local and long distance service with an array of calling features;
- Wireless; and
- Voicemail and e-mail services.

Starting early next year, BellSouth residential customers will be able to bundle DIRECTV with their other communications services at packaged, discounted savings each month. Through this agreement, the companies will deliver unsurpassed value, quality and convenience to their customers.

DIRECTV and BellSouth also announced immediate plans to begin exploring the integration of digital satellite and DSL technology, including options for enhanced networking solutions over the BellSouth fiber network.

"Combining BellSouth's comprehensive voice and data communications services, with DIRECTV's industry-leading video offerings, provides our customers with another compelling one-stop shop solution," said Duane Ackerman, BellSouth's Chairman and Chief Executive Officer.

"This alliance is an important extension of our distribution," said Eddy W. Hartenstein, Chairman and Chief Executive Officer, DIRECTV, Inc. "DIRECTV sees this strategic relationship as an important first step in the evolution of telecommunications and entertainment that will put us in a leading position against our competitors in this rapidly changing marketplace."

"We are not talking about a short term fix," said Bill Smith, BellSouth's Chief Product Development and Technology Officer. "We are looking to a long-term business relationship with DIRECTV."

BellSouth/DIRECTV Agreement Summary

- BellSouth partners with DIRECTV exclusively for DBS digital satellite television
- BellSouth and DIRECTV discount their respective services, if sold in the BellSouth Answers bundle
- BellSouth markets, sells and schedules the install for DIRECTV service
- DIRECTV, through its Home Service Provider network, will install the DIRECTV System hardware
- BellSouth and DIRECTV will focus on providing a seamless customer service experience for BellSouth bundle customers
- BellSouth provides the customer with a single, integrated bill
- BellSouth has significant flexibility in the pricing and packaging of its bundles, while maintaining DIRECTV's branding and pricing integrity
- Sales launch planned for early 2004, throughout the entire nine-state BellSouth region

BellSouth and DIRECTV plan to immediately begin exploring joint development activities focused on, among other things, the integration of digital satellite and terrestrial broadband services.

"BellSouth is already an experienced video entertainment provider," said Smith. "This agreement with DIRECTV complements our BellSouth Americast digital cable service, which is available in select BellSouth communities, and offers us yet another opportunity to offer customers the best value, quality and service for all their communications and entertainment needs."

"The bundled offer with BellSouth provides consumers with an extremely compelling alternative to the incumbent cable provider," said Steve Cox, executive vice president of Sales, Distribution and Customer Acquisition, DIRECTV, Inc. "The alliance with BellSouth, a leading broadband provider, gives us an experienced partner in the Southeast and the tools to aggressively compete against cable's strategy."

"Our interests are solidly aligned," explained Smith. "We look forward to providing customers with a competitive alternative to their local cable provider and a true one-stop shopping experience. We will explore how we can jointly take advantage of every distribution channel available to blanket the southeast with compelling offers for the BellSouth Answers bundled service that includes DIRECTV."

DIRECTV has been ranked "#1 in Customer Satisfaction among Satellite/Cable TV subscribers" for the second consecutive year, according to the J.D. Power and Associates 2003 Syndicated Cable/Satellite TV Customer Satisfaction StudySM. BellSouth is an industry leader in customer service, earning an unprecedented number of J.D Power and Associates awards, and the number one ranking 10 consecutive years in the American Customer Satisfaction Index (ASCI) as well as other prestigious honors.

About BellSouth Corporation

BellSouth Corporation is a Fortune 100 communications services company headquartered in Atlanta, Georgia. BellSouth serves more than 45 million local, long distance, Internet and wireless customers in the United States and 14 other countries.

Consistently recognized for customer satisfaction, BellSouth provides a full array of broadband data solutions to large, medium and small businesses. In the residential market, BellSouth offers DSL high-speed Internet access, advanced voice features and other services. BellSouth also offers long distance service throughout its markets, serving both business and residential customers. The company's BellSouth AnswersSM package combines local and long distance service with an array of calling features; wireless data, voice and e-mail services; and high-speed DSL or dial-up Internet service. BellSouth also provides online and directory advertising services through BellSouth[®] RealPages.comSM and The Real Yellow Pages[®].

BellSouth owns 40 percent of Cingular Wireless, the nation's second largest wireless company, which provides innovative data and voice services.

In addition to historical information, this document may contain forward-looking statements regarding events and financial trends. Factors that could affect future results and could cause actual results to differ materially from those expressed or implied in the forward-looking statements include: (i) a change in economic conditions in domestic or international markets where we operate or have material investments which would affect demand for our services; (ii) currency devaluations and continued economic weakness in certain international markets in which we operate or have material investments; (iii) the intensity of competitive activity and its resulting impact on pricing strategies and new product offerings; (iv) higher than anticipated cash requirements for investments, new business initiatives and acquisitions; (v) unfavorable regulatory actions and (vi) those factors contained in the Company's periodic reports filed with the SEC. The forward-looking information in this document is given as of this date only, and BellSouth assumes no duty to update this information.

About DIRECTV

DIRECTV is the nation's leading digital multichannel television service provider with more than 11.5 million customers. DIRECTV and the Cyclone Design logo are trademarks of DIRECTV, Inc., a unit of Hughes Electronics Corp. HUGHES is a world-leading provider of digital television entertainment, broadband satellite networks and services, and global video and data broadcasting. The earnings of HUGHES, a unit of General Motors Corporation, are used to calculate the earnings attributable to the General Motors Class H common stock (NYSE: GMH). For more information, visit www.DIRECTV.com.

This release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Forward-looking statements are information of a non-historical nature and are subject to risks and uncertainties that are beyond the Company's ability to control. The Company cautions note holders and prospective investors that the following factors may cause actual results to differ materially from those indicated by the forward-looking statements: regulatory actions, competition within the multichannel video programming distribution industry; satellite failures or launch failures or delays; signal theft; the effects of economic conditions; as well as other

factors set forth in the Company's Prospectus and other documents, which are on file with the Securities and Exchange Commission.